

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

----- X

IN RE

ORDER TO SHOW CAUSE

VISA CHECK/MASTERMONEY ANTITRUST
LITIGATION

MASTER FILE NO.
96-CV-5238 (JG) (JO)

-----X

This Document Relates to
All Actions

----- X

Upon the Memorandum in Support of Lead Counsel's Motion to Approve the Securitization of the MasterCard Settlement Account Payments ("Memorandum"), the accompanying declarations of Robert L. Begleiter, Esq., dated March 5, 2009 ("Begleiter Declaration"), Joshua J. Slovik, dated March 4, 2009, and Neil L. Zola, dated October 6, 2008, attachments to those declarations, and all prior papers and proceedings herein, it is hereby

ORDERED that any objectors to the Securitization (as set forth in the Memorandum and the Begleiter Declaration) shall show cause before the Honorable John Gleeson, United States District Judge for the Eastern District of New York, on April 20, 2009 at 12:45 P.M., in Courtroom 6C South of 225 Cadman Plaza East, Brooklyn, NY 11201, why the motion to permit the Securitization should not be granted and why the Proposed Order (annexed to the Begleiter Declaration as Exhibit N) authorizing Constantine Cannon LLP and Hagens Berman Sobol Shapiro LLP ("Lead Counsel") to complete the Securitization should not issue;

FURTHER ORDERED that any objections to the motion must be filed with this Court by no later than March 27, 2009, and that Lead Counsel may file and serve papers in reply to such opposition papers by no later than April 13, 2009;

FURTHER ORDERED that posting a copy of this Order, the Memorandum, and the above-mentioned declarations and exhibits attached thereto on the case website at www.InReVisaCheckMatsterMoneyAntitrustLitigation.com and at Lead Counsel's website at www.ConstantineCannon.com and mailing such papers to all parties who have appeared in this or any related case on or before March 6, 2009 shall be deemed good and sufficient service thereof; and it is

FURTHER ORDERED that Lead Counsel shall file, on or before April 2, 2009, a declaration identifying the content of the information regarding the Securitization it discloses in trade periodicals, the dates of such disclosures, and the names of the periodicals utilized.

Dated: March 6, 2009
Brooklyn, NY

_____/s/_____
John Gleeson
United States District Judge